

SILA REALTY TRUST, INC.

CORPORATE GOVERNANCE GUIDELINES

I. Board Membership

1. Size of Board. The size of the Board of Directors (the “Board”) of Sila Realty Trust, Inc. (the “Company”) may be adjusted from time to time by the Nominating and Corporate Governance Committee, subject to the Board’s approval.
2. Majority of Independent Directors. The Board will have a majority of directors who meet the criteria for independence required by the New York Stock Exchange (the “NYSE”). In addition to the foregoing requirements, Audit and Compensation Committee members are subject to heightened independence requirements pursuant to the rules of the Securities and Exchange Commission and the NYSE. The Board shall determine, annually or more frequently as the Board may so desire, based on all of the relevant facts and circumstances, whether each director satisfies these criteria for independence and will disclose each of these determinations.

Each independent director of the Board shall promptly notify the chairman of the Board (the “Board Chair”) of any developments that may impair such director’s independence. If a conflict exists and cannot be resolved, such director should submit to the Board written notification of such conflict of interest and an offer of resignation from the Board and each of the committees on which such director serves. The Board need not accept such offer of resignation; however, the submission of such offer of resignation provides the opportunity for the Board to review the appropriateness of the continuation of such individual’s membership on the Board or any committee.

3. Director Selection and Board Membership Criteria.

The Nominating and Corporate Governance Committee has, as one of its responsibilities, the recommendation of director candidates to the full Board. Nominees for directorship will be identified by the Nominating and Corporate Governance Committee in accordance with the criteria set forth below and any other criteria that may be identified by the Board or a committee, if appropriate, and in accordance with the procedures set forth in the Nominating and Corporate Governance Committee’s charter.

- (a) Background. The Board seeks members who possess the following qualifications, among others: (i) the highest personal and professional integrity, (ii) demonstrated exceptional ability and judgment, (iii) broad experience in business, finance or administration, (iv) familiarity with the Company’s industry, (v) ability to serve the long-term interests of the Company’s stockholders, (vi) sufficient time available to devote to the affairs of the Company, (vii) ability to provide continuing service to promote stability and continuity in the boardroom and provide the benefit of familiarity and insight into the Company’s affairs that directors would accumulate during their tenure, (viii) ability to help the Board work as a collective body, (ix) diversity (of both background and experience) and (x) experience, areas of expertise, and other factors relative to the overall composition of the Board.

- (b) Simultaneous Service. No director should serve on more than three other public company boards, or such less number as mandated under applicable laws, rules and regulations (including the Securities Exchange Act of 1934 and the rules promulgated thereunder, as amended, and the Sarbanes-Oxley Act of 2002) as well as listing standards of the NYSE. No member of the Audit Committee should serve on more than two other public company audit committees. Directors should advise the Board Chair and the chair of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board or audit committee.
- (c) Financial Literacy. Directors should know how to read and understand fundamental financial statements and understand the use of financial ratios and information in evaluating the financial performance of the Company.
- (d) Character. Directors should be persons of good character and thus should possess all of the following personal characteristics:
- *Integrity and Accountability*: Directors should demonstrate high ethical standards and integrity in their personal and professional dealings and be willing to act on and remain accountable for their boardroom decisions;
 - *Judgment*: Directors should possess the ability to provide wise and thoughtful counsel on a broad range of issues;
 - *High Performance Standards*: Directors should have a history of achievements which reflects high standards for themselves and others;
 - *Responsibility*: Directors should interact with each other in a manner which encourages responsible, open, challenging and inspired discussion;
 - *Committed and Passionate*: Directors should be committed to, and passionate about, their performance for the Company as directors, both in absolute terms and relative to their peers; and
 - *Courage*: Directors should possess the courage to express views openly and assertively, even in the face of opposition.
- (e) Expectations. Each Director will be expected to:
- dedicate sufficient time, energy and attention to ensure the diligent performance of their duties;
 - comply with the duties and responsibilities set forth herein and in the By-Laws of the Company;

- comply with all duties of care, loyalty and confidentiality applicable to directors of publicly traded corporations organized in the State of Maryland; and
- adhere to the Company’s Code of Business Conduct and Ethics, including, but not limited to, the policies on conflicts of interest expressed therein and any other Company policies that apply to directors.

4. Retirement.

- (a) Retirement Age. Upon any director’s attainment of the age of 75 years old, such director shall provide notice to the Board of such director’s intention to retire and shall not seek reelection at the end of the current term to which such director is then currently serving.
- (b) Resignation Policy – Management Directors. Management directors shall offer to resign from the Board upon their resignation, removal or retirement as an employee of the Company.
- (c) Change in Job Responsibilities. The Board expects directors to notify the Board promptly and offer to resign from the Board upon a significant change in their business position including, without limitation, retirement from the position on which their original nomination was based. It is not the sense of the Board that in every instance the directors who retire or change from the position they held when they joined the Board should necessarily leave the Board. There should, however, be an opportunity for the Board through the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under the circumstances.

II. Board Leadership:

1. Board Chair. The Board Chair shall be elected by the Board. Currently, the Board Chair is not the Chief Executive Officer (the “CEO”) of the Company, however, the Board believes that the Company and its stockholders are best served by maintaining flexibility to have any director serve as Board Chair and therefore believes that a permanent policy on whether the Board Chair and CEO positions should be separated or combined is not appropriate.
2. Lead Director. In order to maintain the independent integrity of the Board, however, if the Board Chair is not an independent director, the Board shall appoint a lead director (“Lead Director”) who must be independent. The Lead Director’s responsibilities shall include: (a) presiding at all meetings of the Board at which the Board Chair is not present, including executive sessions of the independent directors; (b) serving as liaison between the Board Chair and the independent directors; (c) reviewing and approving materials to be sent to the Board; (d) approving the meeting agendas for the Board; (e) approving meeting schedules to assure that there is sufficient time for discussion of all agenda items; (f) having the authority to call meetings of the independent directors; and (g) if requested by major shareholders, ensuring that they are available for consultation and direct communication.

If the Board Chair is an independent director, then they will handle the foregoing responsibilities.

III. Board Roles, Procedures and Practices:

1. Directors' Duties. The Board is elected by stockholders to provide oversight and strategic guidance to senior management. The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's officers, employees, outside advisors and independent auditors. The Board selects and oversees senior management, to whom the Board delegates the authority and responsibility for the conduct of the day-to-day operations of the business. The Board will adopt a strategic planning process to establish objectives and goals for the Company and will review, approve and modify as appropriate the strategies proposed by senior management to achieve such objectives and goals. The Board will review and approve, as appropriate, a strategic plan that takes into account, among other things, the opportunities and risks of the Company's business and affairs.

Directors are expected to attend the annual meeting of stockholders, Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Directors are expected to review meeting materials prior to Board and committee meetings and, when possible, should communicate in advance of meetings any questions or concerns that they wish to discuss so that management will be prepared to address the same. Each director's attendance at, and preparation for, Board meetings and meetings of committees on which they serve, shall be considered by the Nominating and Corporate Governance Committee when recommending director nominees.

2. Board Meetings.
 - (a) Selection of Agenda Items and Executive Sessions. The Board Chair (in consultation with the Lead Director, if any) establishes the agenda for Board meetings although each Board member is free to suggest the inclusion of items on the agenda. The Board will meet as part of every regularly scheduled Board meeting, in executive session without management directors and any other members of the Company's management present. In addition, at least annually, all independent directors shall meet in executive session.
 - (b) Distribution of Materials. The Company shall distribute written materials sufficiently in advance of meetings to permit a meaningful review by the directors.
3. Compensation. Directors will not receive any stated salary for their services as directors but, by resolution of the Board, may receive compensation per year and/or per meeting and/or per visit to real property or other facilities owned or leased by the Company and for services or activities they performed as directors, including under an incentive plan approved by the Board. Directors may be reimbursed for expenses of attendance at Board meetings and in connection with each property visit and any other service or activity they

perform as directors, but nothing herein will preclude directors from serving the Company in any other capacity and receiving compensation for such service. The Board is aware that questions as to directors' independence may be raised when directors' fees and emoluments exceed what is customary. Similar concerns may be raised when the Company makes substantial charitable contributions to organizations in which a director is affiliated, or enters into consulting contracts with (or provides other indirect forms of compensation to) a director. The Board will critically evaluate each of these matters when determining the form and amount of director compensation, including considering whether such compensation would affect the directors' independence under applicable requirements.

4. Assessing Board Performance. The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will receive comments from all directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board.
5. Access to Officers, Employees and Advisors. Board members have complete and open access to the Company's senior management, any other employees and any Company advisors. Board members who wish to have access to such persons may coordinate such access through the Board Chair or Lead Director or may contact such persons directly.
6. Board Communication Policy. The Board believes that management should speak for the Company and that the Board Chair should speak for the Board. In order to ensure compliance with applicable securities laws and to avoid the potential detriment to the interests of the Company, its stockholders and other constituencies that could result from inconsistent communications, the members of the Board will not respond to media inquiries or make statements to the media regarding the Company and its business without consultation with, and approval by, the Board Chair or the Board.

Notwithstanding the foregoing, the Audit Committee and the independent directors have established procedures to enable anyone who has a concern about the Company's conduct or about the Company's accounting, internal accounting controls or auditing matters to communicate those concerns directly to the Audit Committee. Such communications may be confidential or anonymous and may be submitted anonymously via the confidential hotline at 877-472- 2110 or by visiting Lighthouse-services.com/silareit.

7. Board Authority. The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.
8. Confidentiality. The Board believes maintaining confidentiality of information and deliberations is an imperative. Information learned during the course of service on the Board is to be held confidentially and used solely in furtherance of the Company's business.
9. Code of Conduct and Other Company Policies. The Company has adopted a Code of Business Conduct and Ethics and other internal policies and guidelines designed to support

these guidelines and to comply with applicable law. The directors are expected to comply fully with that Code and any other applicable policies and guidelines. The Board will adopt and review, as appropriate, policies and procedures designed to ensure that the Company, its directors, officers and employees comply, in all material respects, with all applicable regulatory requirements and conduct the Company's business with the highest moral, legal and ethical standards.

IV. Board Committees

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Committee members will be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee with consideration of the desires of individual directors. Each committee shall have its own charter, which will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its own performance and will be posted on the Company's website.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

V. Executive Officer Evaluation, Compensation and Succession

1. Executive Officer Evaluation and Compensation. The Compensation Committee has overall responsibility for approving and evaluating all compensation plans, policies, and programs of the Company as they affect the directors, CEO and other executive officers of the Company. On an annual basis, the Compensation Committee will review and approve corporate goals and objectives relevant to the compensation of the Company's CEO, evaluate CEO performance in light of those goals and objectives and determine and approve CEO compensation levels based on this evaluation. The Compensation Committee shall also oversee the compensation of other executive officers. No executive officer may be present during voting or deliberations relating to his or her compensation.
2. Succession. The Nominating and Corporate Governance Committee assists the Board in selecting and evaluating nominees for election to the Board and in matters related to corporate governance. The Nominating and Corporate Governance Committee will consider and make recommendations to the Board with respect to the nominations or elections of directors of the Company, as well as oversee the evaluation of the Board and the process for evaluation of management on an annual basis.

The Nominating and Corporate Governance Committee will report to the Board on management succession planning. As appropriate, the entire Board will work with the Nominating and Corporate Governance Committee to nominate and evaluate potential successors to the CEO. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

VI. Director Orientation and Continuing Education

In consultation with the Nominating and Governance Committee, management shall provide programs for director orientation in which all new directors are expected to participate, and information to all directors about programs for continuing director education in areas of importance to the Company.

VII. Availability of Corporate Governance Guidelines

In accordance with NYSE rules, these Corporate Governance Guidelines will be posted on the Company's website.